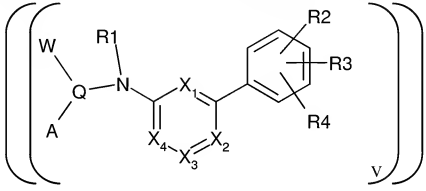
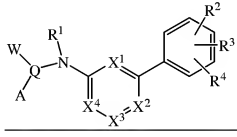
## CLAIM AMENDMENTS

1-9. (canceled)

10. (currently amended): A compound of the ~~general~~ formula (V)




(V)

or pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms, enantiomers, or diastereomers thereof, wherein $X^1$ and $X^2$ are N and $X^3$ and $X^4$ are C independently substituted with Y; [[:]]

~~$X_1$, $X_2$, $X_3$, $X_4$ are selected from the following:~~

~~(i) $X_1$ and $X_2$ are N and $X_3$ and $X_4$ are C independently substituted with Y;~~

~~(ii) $X_1$ and $X_4$ are N and $X_2$ and $X_3$ are C independently substituted with Y;~~

~~(iii) $X_2$ and $X_4$ are N and $X_1$ and $X_3$ are C independently substituted with Y;~~

~~(iv) $X_1$ is N and $X_2$, $X_3$, and $X_4$ are C independently substituted with Y;~~

~~(v) $X_2$ is N and $X_1$, $X_3$, and $X_4$ are C independently substituted with Y;~~

~~(vi) $X_4$ is N and $X_1$, $X_2$, and $X_3$ are C independently substituted with Y;~~

~~(vii) $X_3$ is N and $X_1$, $X_3$, and $X_4$ are C independently substituted with Y; and~~

~~(viii) $X_1$, $X_2$ and $X_3$ are N and $X_4$ is C substituted with Y;~~

[[R1]] $R^1$ is H, $C_{1-6}$ alkyl, ~~$C_{1-6}$ alkylNR5R6, $C_{1-6}$alkylNR5COR6, $C_{1-6}$alkylNR5$SO_2$R6, $C_{1-6}$alkyl$CO_2$R5, $C_{1-6}$alkylCONR5R6, where R5 and R6~~ $C_{1-6}$ alkyl$NR^5R^6$, $C_{1-6}$ alkyl$NR^5COR^6$, $C_{1-6}$ alkyl$NR^5SO_2R^6$, $C_{1-6}$ alkyl$CO_2R^5$, or $C_{1-6}$ alkyl$CONR^5R^6$,

wherein $R^5$ and $R^6$ are each independently H, $C_{1-4}$ alkyl, aryl, hetaryl, $C_{1-4}$ alkylaryl, or $C_{1-4}$ alkylhetaryl or may be joined to form an optionally substituted 3-8 membered ring optionally containing ~~an atom selected from O, S, NR7~~ one of O, S or $NR^7$;

~~R7 is selected from H,~~ wherein $R^7$ is H or $C_{1-4}$ alkyl;

[[R2]] $R^2$ is selected from OH, $OC_{1-6}$ alkyl, $C_{1-6}$ alkyl$OH$, $OC_{2-6}$ alkyl$OH$, ~~$C_{1-6}$alkylNR8R9, $OC_{2-6}$alkylNR8R9, $C_{1-6}$alkylNR8COR9, $OC_{2-6}$alkylNR8COR9~~ $C_{1-6}$ alkyl$NR^8R^9$, $OC_{2-6}$ alkyl$NR^8R^9$, $C_{1-6}$ alkyl$NR^8COR^9$, $OC_{2-6}$ alkyl$NR^8COR^9$, $C_{1-6}$ alkylhetaryl, $OC_{2-6}$ alkylhetaryl, ~~OCONR8R9, NR8COOR9, NR10CONR8R9, CONR8R9, NR8COR12~~ $OCONR^8R^9$, $NR^8COOR^9$, $NR^{10}CONR^8R^9$, $CONR^8R^9$, and $NR^8COR^{12}$;

~~R8, R9~~ wherein $R^8$, $R^9$ are each independently H, $C_{1-4}$ alkyl, ~~$C_{1-4}$alkylNR11R13~~ $C_{1-4}$ alkyl$NR^{11}R^{13}$, hetaryl, or cyclohetalkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing ~~an atom selected from O, S, NR14~~ one of O, S or $NR^{14}$;

[[R12]] wherein $R^{12}$ is $C_{2-4}$ alkyl, ~~$C_{1-4}$alkylNR11R13~~ $C_{1-4}$ alkyl$NR^{11}R^{13}$, hetaryl, or cyclohetalkyl;

~~R11, R13~~ wherein $R^{11}$, and $R^{13}$ are each independently H, or $C_{1-4}$ alkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing ~~an atom selected from O, S, NR14~~ one of O, S or $NR^{14}$;

~~R14 is selected from H,~~ wherein $R^{14}$ is H or $C_{1-4}$ alkyl;

~~R10 is H,~~ wherein $R^{10}$ is H or $C_{1-4}$ alkyl;

~~R3 and R4~~ $R^3$ and $R^4$ are each independently H, halogen, $C_{1-4}$ alkyl, OH, $OC_{1-4}$ alkyl, $CF_3$, or $OCF_3$;

Q is a bond when W is absent, or $C_{1-4}$ alkyl when W is present;

W is selected from H, $C_{1-4}$ alkyl, and $C_{2-6}$ alkenyl; where $C_{1-4}$ alkyl or $C_{2-6}$ alkenyl may be optionally substituted with $C_{1-4}$ alkyl, OH, $OC_{1-4}$ alkyl, ~~NR15R16~~ or $NR^{15}R^{16}$;

~~R15, and R16~~ wherein $R^{15}$, and $R^{16}$ are each independently H, $C_{1-4}$ alkyl, $C_{1-4}$ alkyl cycloalkyl, $C_{1-4}$ alkyl cyclohetalkyl, aryl, or hetaryl, or may be joined to form an optionally

substituted 3-8 membered ring optionally containing ~~an atom selected from O, S, NR17~~ one of O, S or $NR^{17}$;

[[R17]] wherein $R^{17}$ is ~~selected from~~ H, or $C_{1-4}$ alkyl;

A is aryl[[,]] or hetaryl optionally substituted with 0-3 substituents independently ~~chosen~~ selected from halogen, $C_{1-4}$ alkyl, $CF_3$, aryl, hetaryl, $OCF_3$, $OC_{1-4}$ alkyl, ~~$OC_{2-5}$alkylNR18R19~~ $OC_{2-5}$ alkyl$NR^{18}R^{19}$, Oaryl, Ohetaryl, ~~$CO_2$R18, CONR18R19, NR18R19, $C_{1-4}$ alkylNR18R19, NR20$C_{1-4}$alkylNR18R19, NR18COR19, NR20CONR18R19, NR18$SO_2$R19~~ $CO_2R^{18}$, $CONR^{18}R^{19}$, $NR^{18}R^{19}$, $C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{20}C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, and $NR^{18}SO_2R^{19}$;

~~R18, R19~~ wherein $R^{18}$ and $R^{19}$ are each independently H, $C_{1-4}$ alkyl, $C_{1-4}$ alkyl cyclohetalkyl, aryl, hetaryl, $C_{1-4}$ alkyl aryl, or $C_{1-4}$ alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing ~~an atom selected from O, S, NR21~~ one of O, S or $NR^{21}$;

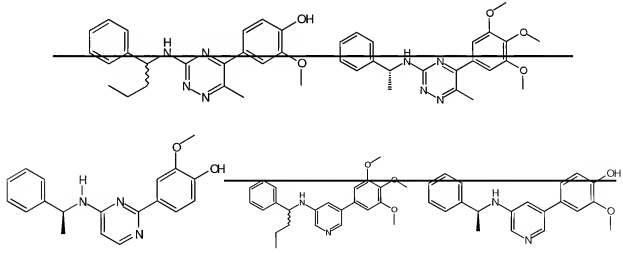
~~R21 is selected from H,~~ wherein $R^{21}$ is H or $C_{1-4}$ alkyl;

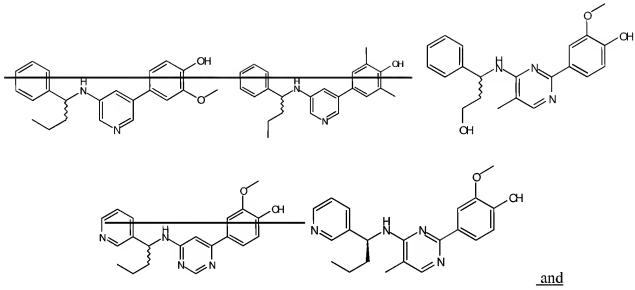
~~R20 is selected from H,~~ wherein $R^{20}$ is H or $C_{1-4}$ alkyl;

Y is selected from H, $C_{1-4}$ alkyl, OH, ~~$NR22R23$~~ and $NR^{22}R^{23}$;

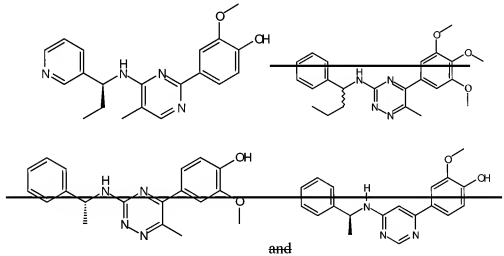
~~R22, R23~~ wherein $R^{22}$, $R^{23}$ are each independently H[[,]] or $C_{1-4}$ alkyl.

11. (currently amended): A compound according to claim 10 selected from the group consisting of:





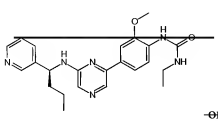
and



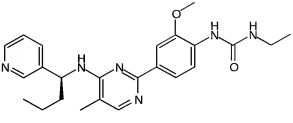
~~and~~

or a pharmaceutically acceptable prodrug, salt, hydrate, solvate, crystal form or enantiomer thereof.

12. (currently amended): A compound of the formula:



~~or~~



or a pharmaceutically acceptable prodrug, salt, hydrate, solvate, crystal form or enantiomer thereof.

13. (canceled)

14. (currently amended): A composition comprising a carrier and at least one compound according to ~~claim 1~~ claim 10.

15. (withdrawn; currently amended): A method ~~of treatment of~~ to treat a hyperproliferation-related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to ~~claim 1~~ claim 10.

16. (withdrawn; currently amended): ~~A method of treatment according to~~ The method of claim 15, wherein the hyperproliferation-related disorder or disease state is treatable by the modulation of microtubule polymerisation.

17. (withdrawn; currently amended): ~~A method according to~~ The method of claim 15, wherein the hyperproliferation-related disorder or disease state is selected from the group consisting of ~~Cancer~~ cancer, infectious diseases, vascular restenosis or inflammatory diseases.

18. (withdrawn; currently amended): A method ~~of treatment of~~ to treat a protein-kinase related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to ~~claim 1~~ claim 16.

19. (withdrawn; currently amended): ~~A method according to~~ The method of claim 18, wherein the protein-kinase related disorder or disease state is selected from the group consisting of ~~Atopy, Cell Mediated Hypersensitivity, Rheumatic Diseases, Other~~ atopy, cell mediated hypersensitivity, rheumatic diseases, other autoimmune diseases and ~~Viral Diseases~~ viral diseases.

20. (currently amended): A method ~~of treatment of~~ to treat diseases and conditions associated with inflammation and infection in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to ~~claim 1~~ claim 10.

21. (new): A composition comprising a carrier and at least one compound according to claim 11.

22. (new): A composition comprising a carrier and at least one compound according to claim 12.

23. (new): The compound of claim 10, wherein $R^2$ is selected from $C_{1-6}$ alkylOH, $OC_{2-6}$ alkylOH, $C_{1-6}$ alkyl$NR^8R^9$, $OC_{2-6}$ alkyl$NR^8R^9$, $C_{1-6}$ alkyl$NR^8COR^9$, $OC_{2-6}$ alkyl$NR^8COR^9$, $C_{1-6}$ alkylhetaryl, $OC_{2-6}$ alkylhetaryl, $OCONR^8R^9$, $NR^8COOR^9$, $NR^{10}CONR^8R^9$, $CONR^8R^9$, and $NR^8COR^{12}$, wherein $R^8$, $R^9$ and $R^{12}$ are as defined in claim 10.

24. (new): The compound of claim 23, wherein:

$R^1$ is H, $C_{1-6}$ alkyl, $C_{1-6}$ alkyl$NR^5R^6$, where $R^5$ and $R^6$ are each independently H, $C_{1-4}$ alkyl, aryl, or hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or $NR^7$;

wherein $R^7$ is H or $C_{1-4}$ alkyl;

Q is CH;

W is $C_{1-4}$ alkyl, or $C_{2-6}$ alkenyl; where $C_{1-4}$ alkyl or $C_{2-6}$ alkenyl may be optionally substituted with $C_{1-4}$ alkyl, OH, $OC_{1-4}$ alkyl or $NR^{15}R^{16}$;

$R^{15}$, and $R^{16}$ are each independently H or $C_{1-4}$ alkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or $NR^{17}$;

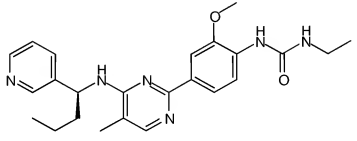
A is aryl, or hetaryl optionally substituted with 0-2 substituents independently chosen from halogen, $C_{1-4}$ alkyl, $CF_3$, aryl, hetaryl, $OCF_3$, $OC_{1-4}$ alkyl, $OC_{2-5}$ alkyl$NR^{18}R^{19}$, Oaryl, Ohetaryl, $CO_2R^{18}$, $CONR^{18}R^{19}$, $NR^{18}R^{19}$, $C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{20}C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, and $NR^{18}SO_2R^{19}$;

wherein $R^{18}$ and $R^{19}$ are as defined in claim 10;

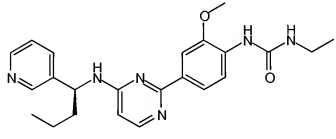
Y is selected from H, $C_{1-4}$ alkyl and $NR^{22}R^{23}$,

wherein $R^{22}$ and $R^{23}$ are as defined in claim 10.

25. (new): The compound of claim 23 selected from:



and



or a pharmaceutically acceptable prodrug, salt, hydrate, solvate, crystal form or enantiomer thereof.

26. (new): A composition comprising a carrier and at least one compound according to claim 23.

27. (new): A composition comprising a carrier and at least one compound according to claim 24.

28. (new): A composition comprising a carrier and at least one compound according to claim 25.